

Fill in this information to identify the case:

United States Bankruptcy Court for the:

San Diego District of CA
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/16**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Sotera Wireless, Inc.

2. **All other names debtor used in the last 8 years** Triage Wireless, Inc.
Triage Data Networks, Inc.
Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 03 - 04 24 83 1

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>10020 Huennekens Street</u>	
	Number Street	Number Street
	<u>San Diego</u> <u>CA</u> <u>92121</u>	<u>P.O. Box</u>
	City State ZIP Code	City State ZIP Code
	<u>USA</u>	Location of principal assets, if different from principal place of business
	County	<u>Number Street</u>
		<u>City State ZIP Code</u>

5. **Debtor's website (URL)** www.soterawireless.com

6. **Type of debtor**
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Sotera Wireless, Inc. Case number (if known) _____
 Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.

3 3 4 5**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor Sotera Research, Inc. Relationship Subsidiary
 District Southern District of California When 09/20/2016
 MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Sotera Wireless, Inc. Case number (if known) _____
 Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors (cannot be determined at this time with any certainty)
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Sotera Wireless, Inc. Case number (if known) _____
Name

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/30/2016
MM / DD / YYYY

X Thomas Watlington
 Signature of authorized representative of debtor
 Title Chief Executive Officer

Thomas Watlington
 Printed name

18. Signature of attorney

X [Signature]
 Signature of attorney for debtor

Date 9/30/2016
MM / DD / YYYY

Victor Vilaplana
 Printed name

Foley & Lardner LLP
 Firm name

3579 Valley Centre Drive, Suite 300
 Number Street

San Diego
 City

CA 92130
 State ZIP Code

858-847-6759
 Contact phone

vavilaplana@foley.com
 Email address

58535
 Bar number

CA
 State

RESOLUTIONS OF THE DIRECTORS
(Sotera Wireless, Inc. – Chapter 11)

The Board of Directors of **SOTERA WIRELESS, INC.**, a California Corporation ("Corporation"), do hereby adopt the following resolutions:

WHEREAS, the Directors have considered the financial condition and circumstances of the Corporation, including without limitation the assets and liabilities of the Corporation and its operational performance; and

WHEREAS, the Directors have reviewed, considered and received the recommendations of the management of the Corporation and the Corporation's professional advisors as to the relative risks and benefits of various options to deal with the Corporation's financial issues; and

WHEREAS, the Directors have made the informed determination that the most prudent alternative is to commence a bankruptcy proceeding, and, further, that it is in the best interests of the Corporation and its shareholders, creditors and other interested parties, to file a voluntary petition (the "**Voluntary Petition**") for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "**Bankruptcy Code**").

1. Filing of Voluntary Petition

NOW, THEREFORE, BE IT RESOLVED, that the Directors hereby find, determine and conclude that it is desirable and in the best interests of the Corporation and its shareholders, creditors, and other interested parties that a Voluntary Petition seeking relief under chapter 11 of the Bankruptcy Code be filed by the Corporation, and the filing of the Voluntary Petition is authorized hereby as and in the manner described below.

2. Appointment of Authorized Individual

RESOLVED, that pursuant to section 1400 of the California Corporations Code, Thomas Watlington (the "**Authorized Individual**") be, and hereby is, authorized on behalf of and designated by the Corporation to execute and verify the Voluntary Petition in the name of the Corporation under chapter 11 of the Bankruptcy Code, to cause the same to be filed in a United States Bankruptcy Court in such form and at such time as the Authorized Individual executing the Voluntary Petition on behalf of the Corporation shall determine but at no time prior to obtaining written confirmation of such action from the Chairman of the Board, and to take such further actions as authorized by the above-cited section of the California Corporations Code; and be it

FURTHER RESOLVED, that all powers and authority granted to the Authorized Individual by the resolutions herein shall terminate at 11:59 p.m. prevailing Pacific time on the seventh (7) calendar day after the Effective Date (as such term is defined below) such that after such time, the Authorized Individual is no longer authorized or designated pursuant to these resolutions to take the actions set forth herein.

3. Actions by Authorized Individual

RESOLVED, that the Directors hereby authorize, empower, and designate the Authorized Individual to take such other actions at such times as he deems necessary, appropriate or desirable to cause the preparation and filing of the Voluntary Petition, schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents, and to take any and all actions which he deems

necessary or proper for and on behalf of the Corporation to obtain relief under the Bankruptcy Code, including without limitation depositing the executed Voluntary Petition, schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents in the custody of the law firm of Foley & Lardner LLP ("**Foley**"), to be held in trust until such time as the Authorized Individual instructs Foley, either orally or in writing, to file the Voluntary Petition and schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents; and be it

FURTHER RESOLVED, that the Authorized Individual be, and hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to act as the responsible person for the "debtor-in-possession", as that term is referenced in the Bankruptcy Code, and take such actions as he deems necessary, appropriate, advisable or desirable to pursue and maximize the benefits of the Corporation's restructuring in chapter 11, including without limitation making arrangements for use of cash collateral and/or entering into arrangements for new financing, refinancing and debtor-in-possession financing, in such amounts, with such interest rates and with such maturities as the Authorized Individual may determine in his sole discretion; and be it

FURTHER RESOLVED, that if a chapter 11 case is commenced, and after consultation with and subject to the approval of the Directors, the Authorized Individual be, hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to take such actions as he deems necessary, appropriate, advisable or desirable to pursue and maximize the benefits of the Corporation's restructuring in chapter 11, including without limitation: (a) pursuing and consummating any sale or sales of the Corporation's assets he deems necessary or appropriate, including without limitation the sale of substantially all the assets, and (b) developing, negotiating, confirming and performing under a bankruptcy plan of reorganization or liquidation, and negotiating, executing and delivering on behalf of the Corporation any and all agreements, instruments and related documents that, in the judgment and discretion of the Authorized Individual are necessary, appropriate, advisable or desirable for pursuing and consummating such sale or sales of the Corporation's assets or for such development, negotiation and confirmation of, and performance under, such a bankruptcy plan of reorganization or liquidation, including without limitation executing asset purchase agreements, plans and related documents; and be it

FURTHER RESOLVED, that the Authorized Individual be, and hereby is, authorized to employ Foley as general bankruptcy counsel to the Corporation, and to represent and assist the Corporation in considering restructuring alternatives, in filing the Voluntary Petition under chapter 11 of the Bankruptcy Code, and in all aspects of the chapter 11 proceeding, and to take any and all actions to advance the Corporation's rights and, in connection therewith, the Authorized Individual is authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Foley; and be it

FURTHER RESOLVED, that in the event Foley is retained as general bankruptcy counsel, the Authorized Individual is authorized to employ other qualified legal counsel as he shall determine as special or conflicts counsel pursuant to section 327 of the Bankruptcy Code if and as necessary and appropriate, the Authorized Individual is authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of such other counsel as special counsel; and be it

FURTHER RESOLVED that the Authorized Individual be, and hereby is, authorized to employ any additional financial advisors, attorneys, or consultants to the Corporation as an Authorized Individual deems necessary, appropriate, advisable or desirable to represent and assist the Corporation in considering restructuring alternatives and carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Individual is, authorized to execute appropriate retention agreements, pay

appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of such additional professionals; and be it

FURTHER RESOLVED, that the Authorized Individual (and such Representatives of the Corporation as the Authorized Individual may from time to time designate) be, and hereby is, authorized and empowered, in the name of, and on behalf of the Corporation: (a) to take or cause to be taken any and all such other and further actions; (b) to do and perform, or cause to be done or performed, all such acts and things; (c) to negotiate, execute and deliver, or cause to be negotiated, executed or delivered, all such further papers, pleadings, documents and instruments of any type and description; and (d) to pay, or cause to be paid, any and all fees, charges and costs of any type or description, all of which may be, or may be deemed to be, necessary, appropriate, advisable or desirable to effect the purposes and intent of the foregoing resolutions, the necessity, propriety, advisability or desirability of which shall be conclusively evidenced by the Authorized Individual's taking, or causing to be taken, any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, pleadings, documents or instruments, or paying, or causing to be paid, any such fees, charges and costs; and the execution by any of such officers of any such papers, pleadings, documents or instruments, or the doing by any of them of any act or thing in connection with any of the matters or things contemplated by, arising out of or in connection with, or otherwise relating in any manner whatsoever, the subject of the resolutions set forth above, shall conclusively establish their authority therefore from the Corporation and the approval and ratification by the Corporation of any and all papers, pleadings, documents and instruments so executed and delivered, and any and all action so taken, done or performed.

4. Prior Related Acts

RESOLVED, that all of the acts and transactions of the Authorized Individual relating to matters contemplated by the foregoing resolutions, taken in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

IN WITNESS WHEREOF, the undersigned certifies that the foregoing is a correct copy of the Resolutions passed as herein set forth and that the same are in full force and effect and that these Resolutions have been executed effective as of September 23, 2016 (the "**Effective Date**").



Mark E. Spring, Corporate Secretary